

ATTACHMENT 2

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
 W.R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) Jointly Administered
 Debtors.)
) Objection Date:

TWENTIETH MONTHLY APPLICATION OF
 BEVERIDGE & DIAMOND, P.C.
 FOR COMPENSATION FOR SERVICES RENDERED AND
 REIMBURSEMENT OF EXPENSES
 AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM MAY 1, 2007 THROUGH MAY 31, 2007

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	May 1, 2007 through May 31, 2007
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$17,681.25
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$389.29

This is a: XX monthly interim final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace Jvh, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	Pending	Pending
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	Pending	Pending
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	Pending	Pending
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	Pending	Pending
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	Pending	Pending
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	Pending	Pending
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	Pending	Pending

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Karl Bourdeau	Principal; Joined Firm 1980; Member of DC Bar since 1978	\$550.00	5.50	\$3,025.00
Pamela D. Marks	Of Counsel; Joined Firm 1997; Member of MD Bar since 1986	\$350.00	41.50	14,525.00
Pamala Keller	Paralegal	\$75.00	1.75	\$131.25

Total Fees: \$17,681.25
 Total Hours: 48.75
 Blended Rate: \$363.00

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	48.75	\$17,681.25

⁶ These amounts are the sum total from the invoices attached hereto as Exhibit A (FUSRAP), Exhibit B (Bankruptcy Fee Application Preparation), and Exhibit C (Curtis Bay Works).

EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense
Postage	U. S. Mail	\$7.95
Long Distance Telephone		\$44.76
Duplicating		\$53.10
Travel Expenses		\$19.88
Meeting Meals		\$263.60

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period May 1, 2007 through May 31, 2007, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$17,681.25 and actual and necessary expenses in the amount of \$389.29 for a total allowance of \$18,070.54, and payment of \$14,145.00 (80% of the allowed fees) and reimbursement of \$389.29 (100% of the allowed expenses) be authorized for a total payment of \$14,534.29, and for such other and further relief as this Court may deem just and proper.

Dated: June 26, 2007

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
 201 N. Charles Street, Suite 2210
 Baltimore, MD 21201
 Telephone: 410-230-1315
 Facsimile: 410-230-1389
 Counsel for Debtors and Debtors in Possession

⁷ These amounts are the sum total of the disbursements as shown on the invoices attached hereto as Exhibit A (Matter) and Exhibit B (Fee Application Preparation).

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

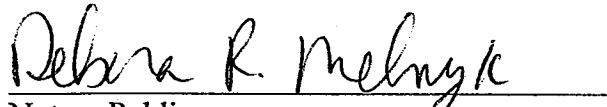
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 26 day of June, 2007.



Debra R. Melnyk

Notary Public
My Commission Expires: May 27, 2009

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., et al.¹)
Debtors.) Case No. 01-01139 (JFK)
) Jointly Administered
)
) Objection Date: October 31, 2007 at 4:00 p.m.

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
MAY 1, 2007 THROUGH MAY 31, 2007

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(FUSRAP)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

J. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
500 Grace Drive
Columbia, MD 21044

June 20, 2007
Client/Matter # 01246-011548
Invoice # 117075
Federal ID# 52-1247549

or Legal Services Rendered Through 05/31/07 in Connection With:

LEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

urtis Bay FUSRAP Bankruptcy Claim Resolution

5/01/07	K. Bourdeau	1.25	Email exchange with P. Marks re action items; further development on comments on "global settlement" language option.
5/01/07	P. Marks	7.00	Conference with client team at Columbia offices re technical issues; email exchange with K. Bourdeau.
5/02/07	K. Bourdeau	0.50	Finalize comments on draft revised "global settlement" option.
5/03/07	K. Bourdeau	0.50	Communications with P. Marks re technical and settlement issues; follow-up re same.
5/03/07	P. Marks	1.00	Work on radiological materials regulatory issues.
5/06/07	P. Marks	1.50	Work on settlement document and issues.
5/07/07	P. Marks	1.00	Evaluate Corps/MDE meeting preparation and technical issues.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 117075

June 20, 2007

PAGE 2

05/08/07	P. Marks	4.00	Research and analysis re FS issues and MDE regulations; telephone conference with P. Bucens re same and email to client technical team re same.
05/09/07	P. Marks	5.00	Conference with team at Curtis Bay plant re FS issues.
05/11/07	P. Marks	1.00	Summarize results of client meeting.
05/13/07	P. Marks	2.50	Prepare draft settlement agreement; summarize results of client meeting.
05/14/07	K. Bourdeau	0.25	Communications with P. Marks re draft of settlement agreement.
05/14/07	P. Marks	1.25	Communications with K. Bourdeau; prepare and send to L. Duff draft settlement document and research materials.
05/16/07	K. Bourdeau	1.50	Review P. Marks email re results of technical discussions; review revised draft settlement agreement in preparation for conference with L. Duff and P. Marks re same; prepare comments and edits on same and transmit to P. Marks.
05/17/07	K. Bourdeau	0.75	Conference with P. Marks re issues relating to technical issues and settlement agreement issues; e-mail exchange with P. Marks re results of conference with J. Freeman.
05/17/07	P. Marks	3.75	Conference with K. Bourdeau re technical and negotiating issues; prepare for and conduct conference with L. Duff re settlement agreement draft; followup notes re same; telephone conference with J. Freeman re negotiations and email to client team re same.
05/17/07	P. Keller	1.25	Research re radiation regulations.
05/18/07	K. Bourdeau	0.25	Email communications re global settlement agreement, meeting with DOJ.
05/18/07	P. Marks	1.00	Email exchange with L. Duff and K. Bourdeau re coordination; work on settlement agreement.
05/18/07	P. Keller	0.50	Research re radiation regulations.
05/19/07	P. Marks	4.00	Prepare draft settlement agreement; review dates for scheduling next meeting; email to client team.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 117075

June 20, 2007

PAGE 3

05/20/07	K. Bourdeau	0.25	Review dispute resolution provisions from model agreements.
05/21/07	K. Bourdeau	0.25	Email communications re settlement agreement issues.
05/21/07	P. Marks	2.75	Communications with L. Duff and K. Bourdeau re negotiations; prepare draft settlement agreement; email exchange with J. Freeman re scheduling and drafts.
05/23/07	P. Marks	1.00	Review relevant case law.
05/24/07	P. Marks	2.75	Evaluate draft documents and communications with A. Lombardo re FS issues.
05/29/07	P. Marks	1.00	Review and evaluate technical documents and related email; communications re scheduling.
05/30/07	P. Marks	0.50	Evaluate status and technical issues.

Total Hours : **48.25**

Total Fees : **\$17,506.25**

BEVERIDGE & DIAMOND, P.C.

INVOICE # 117075

June 20, 2007

PAGE 4

Disbursements:

Postage	1.35
Long Distance Telephone	44.76
Travel Expenses	19.88
Client Meeting Meals	263.60

Total Disbursements :	\$329.59
------------------------------	-----------------

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	5.50	\$550.00	\$3,025.00
P. Marks	41.00	\$350.00	\$14,350.00
P. Keller	1.75	\$75.00	\$131.25

Total Fees :	\$17,506.25
---------------------	--------------------

Total Disbursements :	\$329.59
------------------------------	-----------------

TOTAL DUE :	\$17,835.84
--------------------	--------------------

EXHIBIT B

(BANKRUPTCY FEE APPLICATION)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 15, 2007
Client/Matter # 01246-012629
Invoice # 117003
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/07 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

05/21/07 P. Marks 0.50 Prepare documents; telephone conference with
bankruptcy auditor.

Total Hours : 0.50

Total Fees : \$175.00

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 15, 2007
Client/Matter # 01246-012629
Invoice # 117003
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/07 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

05/21/07 P. Marks 0.50 Prepare documents; telephone conference with
bankruptcy auditor.

Total Hours : 0.50

Total Fees : \$175.00